



UNISEM (M) BERHAD

(183314-V) (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 29th Annual General Meeting of the Company will be held at the Concorde Ballroom, Lobby Level, Concorde Hotel Kuala Lumpur, No. 2, Jalan Sultan Ismail, 50250 Kuala Lumpur on 25 April 2018, Wednesday at 10.30 a.m. to transact the following businesses:

- To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2017 and the Reports of the Directors and the Auditors thereon.
- To approve the declaration of a final dividend of 4 sen per share tax-exempt for the financial year ended 31 December 2017. **Resolution 1**
- To approve the payment of Directors' fees amounting to RM1,839,917 for the financial year ended 31 December 2017, an increase of RM13,792 from RM1,826,125 in 2016. **Resolution 2**
- To re-elect the following Directors who retire pursuant to Article 124 of the Company's Articles of Association:-
 - Mr Francis Chia Mong Tet
 - Mr John Chia Sin Tet

- To appoint Deloitte PLT as Auditors until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration. **Resolution 3**

As Special Business:

To consider and, if thought fit, to pass the following resolution:-

- Authority To Allot Shares**
"That pursuant to Section 76(2) of the Companies Act, 2016 and subject to the approval of the relevant authorities (if any shall be required), the Directors be and are hereby empowered to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued in any one financial year of the Company does not exceed 10% of the issued share capital of the Company for the time being." **Resolution 4**
- Proposed Share Buy-Back Up To Ten Percent (10%) Of The Issued Share Capital Of The Company** **Resolution 5**

"**THAT** subject always to the Companies Act, 2016 ("Act"), provisions of the Company's constitution and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, and other relevant approvals, approval be and is hereby given to the Company and the Directors of the Company to purchase the ordinary shares of the Company ("Shares") through Bursa Securities, subject to the following:-

- the maximum number of Shares that may be purchased by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point of time;
- the maximum fund to be allocated by the Company for purpose of purchasing its Shares shall not exceed the total retained profits of the Company; and
- the Shares purchased are to be treated in either of the following manner:-
 - cancel the Shares so purchased; or
 - retain the Shares so purchased as treasury shares; or
 - retain part of the Shares purchased as treasury shares and cancel the remainder

The treasury shares may be distributed as dividends to the shareholders and/or resold through Bursa Securities and/or subsequently cancelled.

AND THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:-

- the conclusion of the next Annual General Meeting, at which time it will lapse, unless the authority is renewed by a resolution passed at the meeting, either unconditionally or subject to conditions; or
- the expiration of the period within which the next Annual General Meeting of the Company after that date is required to be held pursuant to the provision of the Act; or
- revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting of the Company,

whichever occurs first.

AND THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

- Proposed Adoption of New Constitution of the Company** **Special Resolution 1**

"**THAT** approval be and is hereby given for the Company to amend the existing Memorandum and Articles of Association of the Company in its entirety and in place thereof the proposed new Constitution of the Company as set out in Appendix III of the Circular to Shareholders dated 27 March 2018 be and is hereby adopted with immediate effect as the Constitution of the Company **AND THAT** the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing"

- Any other business

NOTICE OF BOOK CLOSURE

NOTICE IS HEREBY GIVEN that the record of depositors will be closed on 7 May 2018 to determine shareholders' entitlement to the final dividend of 4 sen per share tax-exempt for the financial year ended 31 December 2017. The dividend, if approved, will be paid on 25 May 2018.

A Depositor shall qualify for entitlement to the above dividend payment only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 7 May 2018 in respect of transfers;
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

CHUA HENG FATT (MACS 00264)

CHIN HOCK YEE (LS 8922)

Company Secretaries

27 March 2018

Kuala Lumpur

Notes:

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- Only members whose names appear in the Record of Depositors as at 18 April 2018 are entitled to attend, speak and vote at the AGM of the Company to be held on 25 April 2018.
- A member may appoint more than two proxies to attend and vote at the same meeting. Where a member appoints two or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney or, if such appointor is a corporation, under its common seal or the hands of its attorney.
- The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Letter Box #95, 9th Floor, UBN Tower, 10, Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia not less than 48 hours before the time set for the meeting or any adjournment thereof. Proxy form by facsimile will not be accepted.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of a poll.
- Explanatory Note on Special Business

Resolution 6

The proposed Resolution 6, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue not more than 10% of the issued share capital of the Company. Such issuance of shares will still be subject to the approvals of the Securities Commission and the Bursa Malaysia Securities Berhad. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The Company had, at the 28th Annual General Meeting held on 26 April 2017, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 76(2) of the Companies Act, 2016. No new shares of the Company were issued or allotted during the year pursuant to this mandate.

The proposed Resolution 6 is a renewal of the general mandate for issuance of shares by the Company under Section 76(2) of the Companies Act, 2016. At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

Resolution 7

The proposed Resolution 7, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to purchase the Shares of the Company through Bursa Securities up to 10% of the issued share capital of the Company at any point of time. This authority, unless renewed, revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

Special Resolution 1

The proposed Special Resolution 1, if passed, will give effect to the adoption of the new Constitution of the Company as set out in Appendix III of the Circular to Shareholders dated 27 March 2018.